BALL JANIK LLP

SEP 1 4 '98

2-37PM

RECORDATION NO. 203/FILED F.C

1455 F STREET, NW, SUITE 225 WASHINGTON, D C 20005

TELEPHONE 202-638-3307 FACSIMILE 202-783-6947

lgitomer@bjlip.com

LOUIS E. GITOMER OF COUNSEL (202) 466-6532

September 14, 1998

Honorable Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed three originals of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

I. The first document is a Memorandum of Security Agreement and Assignment of Leases, a secondary document, dated as of August 27, 1998. The primary document to which this is connected is recorded under Recordation No. 20312. We request that this document be recorded under Recordation No. 20312-F.

The names and addresses of the parties to the Memorandum of Security Agreement and Assignment of Leases are:

Debtor:

Southern Capital Corporation, LLC 1055 Broadway Suite 990 Kansas City, MO 64105-1599

Secured Party:

The Chase Manhattan Bank 270 Park Avenue New York, NY 10017

A description of the equipment covered by the Memorandum of Security Agreement and Assignment of Leases consists of 375 boxcars numbered KCS 749000-749075, inclusive, 749077-749346, inclusive, 749348, and 749350-749377, inclusive.

PORTLAND, OREGON

WASHINGTON, D C

SALEM, OREGON

RECORDATION NO 203 FILED

SEP 1 4 '98

2-37PM

Memorandum dated as of August 21, 1998 of Leases specified on Exhibit A attached hereto by and between Southern Capital Corporation, LLC, a Colorado limited liability company, ("Lessor") and the Lessee identified on Exhibit A attached hereto ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

WITNESSETH:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor certain rolling stock, as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

by	Dy Caroli
Name: Title: A	N.A. LADIN uthorized Representative
by Name:	

Title: Authorized Representative

SOUTHERN CAPITAL CORPORATION, LLC,

Memorandum dated as of August ______, 1998 of Leases specified on Exhibit A attached hereto by and between Southern Capital Corporation, LLC, a Colorado limited liability company, ("Lessor") and the Lessee identified on Exhibit A attached hereto ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

WITNESSETH:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor certain rolling stock, as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

SOUTHERN CAPITAL CORPORATION, LLC,

by

Name:

Title: Authorized Representative

by

Name: Jay M. Nadlman Title Authorized Representative STATE OF California)

COUNTY OF San) ss.

On this 27 day of August, 1998, before me personally appeared and increase the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

Buhara Drerice

My commission expires:



STATE OF Missouri)) ss. COUNTY OF Jackson)

On this On thi

LANE U- KOK

My commission expires:

JULIE A. ROBINSON Notary Public - Notary Seal Commissioned in Jackson County My Commission Expires July 14, 2002



EXHIBIT A

Lessee	Lease Number	Equipment	Туре	Car Marks	Identifying Numbers
KCS	N/A	Railcars	Boxcar	KCS	749000
KCS		Railcars	Boxcar	KCS	749001
KCS		Railcars	Boxcar	KCS	749002
KCS		Railcars	Boxcar	KCS	749003
KCS	•	Railcars	Boxcar	KCS	749004
KCS		Railcars	Boxcar	KCS	749005
KCS	•	Railcars	Boxcar	KCS	749006
KCS		Railcars	Boxcar	KCS	749007
KCS		Railcars	Boxcar	KCS	749008
KCS		Railcars	Boxcar	KCS	749009
KCS		Railcars	Boxcar	KCS	749010
KCS		Railcars	Boxcar	KCS	749011
KCS		Railcars	Boxcar	KCS	749012
KCS		Railcars	Boxcar	KCS	749013
KCS		Railcars	Boxcar	KCS	749014
KCS		Railcars	Boxcar	KCS	749015
KCS		Railcars	Boxcar	KCS	749016
KCS		Railcars	Boxcar	KCS	749017
KCS		Railcars	Boxcar	KCS	749018
KCS	· ·	Railcars	Boxcar	KCS	749019
KCS		Railcars	Boxcar	KCS	749020
KCS		Railcars	Boxcar	KCS	749021
KCS		Railcars	Boxcar	KCS	749022
KCS		Railcars	Boxcar	KCS	749023
KCS		Railcars	Boxcar	KCS	749024
KCS		Railcars	Boxcar	KCS	749025
KCS		Railcars	Boxcar	KCS	749026
KCS		Railcars	Boxcar	KCS	749027
KCS		Railcars	Boxcar	KCS	749028
KCS		Railcars	Boxcar	KCS	749029
KCS	•	Railcars	Boxcar	KCS	749030
KCS	•	Railcars	Boxcar	KCS	749031
KCS		Railcars	Boxcar	KCS	749032
KCS		Railcars	Boxcar	KCS	749033
KCS		Railcars	Boxcar	KCS	749034
KCS		Railcars	Bexcar	KCS	749035

Lessee	Lease Number	Equipment	Туре	Car Marks	Identifying Numbers
KCS	N/A	Railcars	Boxcar	KCS	749036
KCS		Railcars	Boxcar	KCS	749037
KCS		Railcars	Boxcar	KCS	749038
KCS		Railcars	Boxcar	KCS	749039
KCS		Railcars	Boxcar	KCS	749040
KCS		Railcars	Boxcar	KCS	749041
KCS		Railcars	Boxcar	KCS	749042
KCS		Railcars	Boxcar	KCS	749043
KCS		Railcars	Boxcar	KCS	749044
KCS		Railcars	Boxcar	KCS	749045
KCS		Railcars	Boxcar	KCS	749046
KCS		Railcars	Boxcar	KCS	749047
KCS		Railcars	Boxcar	KCS	749048
KCS		Railcars	Boxcar	KCS	749049
KCS		Railcars	Boxcar	KCS	749050
KCS		Railcars	Boxcar	KCS	749051
KCS		Railcars	Boxcar	KCS	749052
KCS		Railcars	Boxcar	KCS	749053
KCS		Railcars	Boxcar	KCS	749054
KCS		Railcars	Boxcar	KCS	749055
KCS		Railcars	Boxcar	KCS	749056
KCS		Railcars	Boxcar	KCS	749057
KCS		Railcars	Boxcar	KCS	749058
KCS		Railcars	Boxcar	KCS	749059
KCS		Railcars	Boxcar	KCS	749060
KCS		Railcars	Boxcar	KCS	749061
KCS		Railcars	Boxcar	KCS	749062
KCS		Railcars	Boxcar	KCS	749063
KCS_		Railcars	Boxcar	KCS	749064
KCS		Railcars	Boxcar	KCS	749065
KCS		Railcars	Boxcar	KCS	749066
KCS		Railcars	Boxcar	KCS	749067
KCS		Railcars	Boxcar	KCS	749068
KCS		Railcars	Boxcar	KCS	749069
KCS		Railcars	Boxcar	KCS	749070
KCS		Railcars	Boxcar	KCS	749071
KCS		Railcars	Boxcar	KCS	749072
KCS		Railcars	Boxcar	KCS	749073
KCS		Railcars	Boxcar	KCS	749074

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Lessee	Lease Number	Equipment	Туре	Car Marks	Identifying Numbers_
KCS	N/A	Railcars	Boxcar	KCS	749075
KCS		Railcars	Boxcar	KCS	749077
KCS		Railcars	Boxcar	KCS	749078
KCS		Railcars	Boxcar	KCS	749079
KCS		Railcars	Boxcar	KCS	749080
KCS		Railcars	Boxcar	KCS	749081
KCS		Railcars	Boxcar	KCS	749082
KCS		Railcars	Boxcar	KCS	749083
KCS		Railcars	Boxcar	KCS	749084
KCS		Railcars	Boxcar	KCS	749085
KCS		Railcars	Boxcar	KCS	749086
KCS		Railcars	Boxcar	KCS	749087
KCS		Railcars	Boxcar	KCS	749088
KCS		Railcars	Boxcar	KCS	749089
KCS		Railcars	Boxcar	KCS	749090
KCS		Railcars	Boxcar	KCS	749091
KCS		Railcars	Boxcar	KCS	749092
KCS		Railcars	Boxcar	KCS	749093
KCS		Railcars	Boxcar	KCS	749094
KCS		Railcars	Boxcar	KCS	749095
KCS		Railcars	Boxcar	KCS	749096
KCS		Railcars	Boxcar	KCS	749097
KCS		Railcars	Boxcar	KCS	749098
KCS		Railcars	Boxcar	KCS	749099
KCS		Railcars	Boxcar	KCS	749100
KCS		Railcars	Boxcar	KCS	749101
KCS		Railcars	Boxcar	KCS	749102
KCS		Railcars	Boxcar	KCS	749103
KCS_		Railcars	Boxcar	KCS	749104
KCS		Railcars	Boxcar	KCS	749105
KCS		Railcars	Boxcar	KCS	749106
KCS		Railcars	Boxcar	KCS	749107
KCS		Railcars	Boxcar	KCS	749108
KCS		Railcars	Boxcar	KCS	749109
KCS		Railcars	Boxcar	KCS	749110
KCS		Railcars	Boxcar	KCS	749111
KCS		Railcars	Boxcar	KCS	749112
KCS		Railcars	Boxcar	KCS	749113
KCS		Railcars	Boxcar	KCS	749114

Lessee	Lease Number	Equipment	Туре	Car Marks	Identifying Numbers
KCS	N/A	Railcars	Boxcar	KCS	749115
KCS		Railcars	Boxcar	KCS	749116
KCS		Railcars	Boxcar	KCS	749117
KCS		Railcars	Boxcar	KCS	749118
KCS		Railcars	Boxcar	KCS	749119
KCS		Railcars	Boxcar	KCS	749120
KCS		Railcars	Boxcar	KCS	749121
KCS		Railcars	Boxcar	KCS	749122
KCS		Railcars	Boxcar	KCS	749123
KCS		Railcars	Boxcar	KCS	749124
KCS		Railcars	Boxcar	KCS	749125
KCS		Railcars	Boxcar	KCS	749126
KCS		Railcars	Boxcar	KCS	749127
KCS		Railcars	Boxcar	KCS	749128
KCS		Railcars	Boxcar	KCS	749129
KCS		Railcars	Boxcar	KCS	749130
KCS		Railcars	Boxcar	KCS	749131
KCS		Railcars	Boxcar	KCS	749132
KCS		Railcars	Boxcar	KCS	749133
KCS		Railcars	Boxcar	KCS	749134
KCS		Railcars	Boxcar	KCS	749135
KCS		Railcars	Boxcar	KCS	749136
KCS		Railcars	Boxcar	KCS	749137
KCS		Railcars	Boxcar	KCS	749138
KCS		Railcars	Boxcar	KCS	749139
KCS		Railcars	Boxcar	KCS	749140
KCS		Railcars	Boxcar	KCS	749141
KCS		Railcars	Boxcar	KCS	749142
KCS		Railcars	Boxcar	KCS	749143
KCS		Railcars	Boxcar	KCS	749144
KCS		Railcars	Boxcar	KCS	749145
KCS		Railcars	Boxcar	KCS	749146
KCS		Railcars	Boxcar	KCS	749147
KCS		Railcars	Boxcar	KCS	749148
KCS		Railcars	Boxcar	KCS	749149
KCS		Railcars	Boxcar	KCS	749150
KCS		Railcars	Boxcar	KCS	749151
KCS		Railcars	Boxcar	KCS	749152
KCS		Railcars	Boxcar	KCS	749153

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Lessee	Lease Number	Equipment	Туре	Car Marks	Identifying Numbers
KCS	N/A	Railcars	Boxcar	KCS	749193
KCS		Railcars	Boxcar	KCS	749194
KCS		Railcars	Boxcar	KCS	749195
KCS		Railcars	Boxcar	KCS	749196
KCS		Railcars	Boxcar	KCS	749197
KCS		Railcars	Boxcar	KCS	749198
KCS		Railcars	Boxcar	KCS	749199
KCS		Railcars	Boxcar	KCS	749200
KCS		Railcars	Boxcar	KCS	749201
KCS		Railcars	Boxcar	KCS	749202
KCS		Railcars	Boxcar	KCS	749203
KCS		Railcars	Boxcar	KCS	749204
KCS		Railcars	Boxcar	KCS	749205
KCS		Railcars	Boxcar	KCS	749206
KCS		Railcars	Boxcar	KCS	749207
KCS		Railcars	Boxcar	KCS	749208
KCS		Railcars	Boxcar	KCS	749209
KCS		Railcars	Boxcar	KCS	749210
KCS		Railcars	Boxcar	KCS	749211
KCS		Railcars	Boxcar	KCS	749212
KCS		Railcars	Boxcar	KCS	749213
KCS		Railcars	Boxcar	KCS	749214
KCS		Railcars	Boxcar	KCS	749215
KCS		Railcars	Boxcar	KCS	749216
KCS		Railcars	Boxcar	KCS	749217
KCS		Railcars	Boxcar	KCS	749218
KCS		Railcars	Boxcar	KCS	749219
KCS		Railcars	Boxcar	KCS	749220
KCS		Railcars	Boxcar	KCS	749221
KCS		Railcars	Boxcar	KCS	749222
KCS		Railcars	Boxcar	KCS	749223
KCS		Railcars	Boxcar	KCS	749224
KCS		Railcars	Boxcar	KCS	749225
KCS		Railcars	Boxcar	KCS	749226
KCS		Railcars	Boxcar	KCS	749227
KCS		Railcars	Boxcar	KCS	749228
KCS		Railcars	Boxcar	KCS	749229
KCS		Railcars	Boxcar	KCS	749230
KCS		Railcars	Boxcar	KCS	749231

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Lessee	Lease Number	Equipment	Type	<u>Car Marks</u>	Identifying Numbers
KCS	N/A	Railcars	Boxcar	KCS	749154
KCS	• •	Railcars	Boxcar	KCS	749155
KCS		Railcars	Boxcar	KCS	749156
KCS	•	Railcars	Boxcar	KCS	749157
KCS		Railcars	Boxcar	KCS	749158
KCS		Railcars	Boxcar	KCS	749159
KCS		Railcars	Boxcar	KCS	749160
KCS		Railcars	Boxcar	KCS	749161
KCS		Railcars	Boxcar	KCS	749162
KCS		Railcars	Boxcar	KCS	749163
KCS		Railcars	Boxcar	KCS	749164
KCS		Railcars	Boxcar	KCS	749165
KCS		Railcars	Boxcar	KCS	749166
KCS		Railcars	Boxcar	KCS	749167
KCS		Railcars	Boxcar	KCS	749168
KCS		Railcars	Boxcar	KCS	749169
KCS		Railcars	Boxcar	KCS	749170
KCS		Railcars	Boxcar	KCS	749171
KCS		Railcars	Boxcar	KCS	749172
KCS		Railcars	Boxcar	KCS	749173
KCS		Railcars	Boxcar	KCS	749174
KCS		Railcars	Boxcar	KCS	749175
KCS		Railcars	Boxcar	KCS	749176
	er en	Railcars	Boxcar	KCS	749177
KCS		Railcars	Boxcar	KCS	749178
KCS		Railcars	Boxcar	KCS	749179
KCS		Railcars	Boxcar	KCS	749180
KCS		Railcars	Boxcar	KCS	7 4 9181
KCS		Railcars	Boxcar	KCS	749182
KCS	•	Railcars	Boxcar	KCS	749183
KCS		Railcars	Boxcar	KCS	749184
KCS		Railcars	Boxcar	KCS	749185
KCS		Railcars	Boxcar	KCS	749186
KCS		Railcars	Boxcar	KCS	749187
KCS		Railcars	Boxcar	KCS	749188
KCS		Railcars	Boxcar	KCS	749189
KCS		Railcars	Boxcar	KCS	749190
KCS		Railcars	Boxcar	KCS	749191
KCS		Railcars	Boxcar	KCS	749192
NOS		i valicai S	DUXUdi	NOS	143134

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Lessee	Lease Number	Equipment	Туре	Car Marks	Identifying Numbers
KCS	N/A	Railcars	Boxcar	KCS	749232
KCS		Railcars	Boxcar	KCS	749233
KCS		Railcars	Boxcar	KCS	749234
KCS		Railcars	Boxcar	KCS	749235
KCS		Railcars	Boxcar	KCS	749236
KCS		Railcars	Boxcar	KCS	749237
KCS		Railcars	Boxcar	KCS	749238
KCS		Railcars	Boxcar	KCS	749239
KCS	•	Railcars	Boxcar	KCS	749240
KCS		Railcars	Boxcar	KCS	749241
KCS		Railcars	Boxcar	KCS	749242
KCS		Railcars	Boxcar	KCS	749243
KCS.		Railcars	Boxcar	KCS	749244
KCS		Railcars	Boxcar	KCS	749245
KCS		Railcars	Boxcar	KCS	749246
KCS		Railcars	Boxcar	KCS	749247
KCS		Railcars	Boxcar	KCS	749248
KCS		Railcars	Boxcar	KCS	749249
KCS		Railcars	Boxcar	KCS	749250
KCS	•	Railcars	Boxcar	KCS	749251
KCS		Railcars	Boxcar	KCS	749252
KCS		Railcars	Boxcar	KCS	749253
KCS		Railcars	Boxcar	KCS	749254
KCS		Railcars	Boxcar	KCS	749255
KCS		Railcars	Boxcar	KCS	749256
KCS		Railcars	Boxcar	KCS	749257
KCS	•	Railcars	Boxcar	KCS	749258
KCS		Railcars	Boxcar	KCS	749259
KCS		Railcars	Boxcar	KCS	749260
KCS	•	Railcars	Boxcar	KCS	7492 61
KCS		Railcars	Boxcar	KCS	749262
KCS		Railcars	Boxcar	KCS	749263
KCS		Railcars	Boxcar	KCS	749264
KCS		Railcars	Boxcar	KCS	749265
KCS	,	Railcars	Boxcar	KCS	749266
KCS		Railcars	Boxcar	KCS	749267
KCS		Railcars	Boxcar	KCS	749268
KCS		Railcars	Boxcar	KCS	749269
KCS		Railcars	Boxcar	KCS	749270

Lessee	Lease Number	Equipment	Туре	Car Marks	Identifying Numbers
KCS	N/A	Railcars	Boxcar	KCS	749271
KCS		Railcars	Boxcar	KCS	749272
KCS		Railcars	Boxcar	KCS	749273
KCS		Railcars	Boxcar	KCS	749274
KCS		Railcars	Boxcar	KCS	749275
KCS		Railcars	Boxcar	KCS	749276
KCS		Railcars	Boxcar	KCS	749277
KCS		Railcars	Boxcar	KCS	749278
KCS		Railcars	Boxcar	KCS	749279
KCS		Railcars	Boxcar	KCS	749320
KCS		Railcars	Boxcar	KCS	749321
KCS		Railcars	Boxcar	KCS	749322
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KCS		Railcars	Boxcar	KCS	749324
KCS		Railcars	Boxcar	KCS	749325
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KCS		Railcars	Boxcar	KCS	749327
KCS		Railcars	Boxcar	KCS	749328
KCS		Railcars	Boxcar	KCS	749329
KCS		Railcars	Boxcar	KCS	749330
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KCS		Railcars	Boxcar	KCS	749332
KCS		Railcars	Boxcar	KCS	749333
KCS		Railcars	Boxcar	KCS	749334
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KCS		Railcars	Boxcar	KCS	749338
KCS		Railcars	Boxcar	KCS	749339
KCS		Railcars	Boxcar	KCS	749340
KCS		Railcars	Boxcar	KCS	749341
KCS		Railcars	Boxcar	KCS	749342
KCS		Railcars	Boxcar	KCS	749343
KCS		Railcars	Boxcar	KCS	749344
KCS		Railcars	Boxcar	KCS	749345
KCS		Railcars	Boxcar	KCS	749346
KCS		Railcars	Boxcar	KCS	749280
KCS		Railcars	Boxcar	KCS	749281
KCS		Railcars	Boxcar	KCS	749282

Lessee	Lease Number	Equipment	Туре	Car Marks	Identifying Numbers
KCS	N/A	Railcars	Boxcar	KCS	749283
KCS		Railcars	Boxcar	KCS	749284
KCS		Railcars	Boxcar	KCS	749285
KCS		Railcars	Boxcar	KCS	749286
KCS		Railcars	Boxcar	KCS	749287
KCS		Railcars	Boxcar	KCS	749288
KCS		Railcars	Boxcar	KCS	749289
KCS		Railcars	Boxcar	KCS	749290
KCS		Railcars	Boxcar	KCS	749291
KCS		Railcars	Boxcar	KCS	749292
KCS		Railcars	Boxcar	KCS	749293
KCS		Railcars	Boxcar	KCS	749294
KCS		Railcars	Boxcar	KCS	749295
KCS		Railcars	Boxcar	KCS	749296
KCS		Railcars	Boxcar	KCS	749297
KCS		Railcars	Boxcar	. KCS	749298
KCS		Railcars	Boxcar	KCS	749299
KCS		Railcars	Boxcar	KCS	749300
KCS		Railcars	Boxcar	KCS	749301
KCS		Railcars	Boxcar	KCS	749302
KCS		Railcars	Boxcar	KCS	749303
KCS		Railcars	Boxcar	KCS	749304
KCS		Railcars	Boxcar	KCS	749305
KCS		Railcars	Boxcar	KCS	749306
KCS		Railcars.	Boxcar	KCS	749307
KCS		Railcars	Boxcar	KCS	749308
KCS		Railcars	Boxcar	KCS	749309
KCS		Railcars	Boxcar	KCS	749310
KCS		Railcars	Boxcar	KCS	749311
KCS		Railcars	Boxcar	KCS	749312
KCS		Railcars	Boxcar	KCS	749313
KCS		Railcars	Boxcar	KCS	749314
KCS		Railcars	Boxcar	KCS	749315
KCS		Railcars	Boxcar	KCS	749316
KCS		Railcars	Boxcar	KCS	749317
KCS		Railcars	Boxcar	KCS	749318
KCS		Railcars	Boxcar	KCS	749319
KCS		Railcars	Boxcar	KCS	749348
KCS		Railcars	Boxcar	KCS	749350
			Boxcar		

Lessee	Lease Number	Equipment	Туре	Car Marks	Identifying Numbers
KCS	N/A	Railcars	Boxcar	KCS	749351
KCS		Railcars	Boxcar	KCS	749352
KCS		Railcars	Boxcar	KCS	749353
KCS		Railcars	Boxcar	KCS	749354
KCS		Railcars	Boxcar	KCS	749355
KCS		Railcars	Boxcar	KCS	749356
KCS		Railcars	Boxcar	KCS	749357
KCS		Railcars	Boxcar	KCS	749358
KCS		Railcars	Boxcar	KCS	749359
KCS		Railcars	Boxcar	KCS	749360
KCS		Railcars	Boxcar	KCS	749361
KCS		Railcars	Boxcar	KCS	749362
KCS		Railcars	Boxcar	KCS	749363
KCS		Railcars	Boxcar	KCS	749364
KCS		Railcars	Boxcar	KCS	749365
KCS		Railcars	Boxcar	KCS	749366
KCS		Railcars	Boxcar	KCS	749367
KCS		Railcars	Boxcar	KCS	749368
KCS		Railcars	Boxcar	KCS	749369
KCS		Railcars	Boxcar	KCS	749370
KCS		Railcars	Boxcar	KCS	749371
KCS		Railcars	Boxcar	KCS	749372
KCS		Railcars	Boxcar	KCS	749373
KCS		Railcars	Boxcar	KCS	749374
KCS		Railcars	Boxcar	KCS	749375
KCS		Railcars	Boxcar	KCS	749376
KCS		Railcars	Boxcar	KCS	749377

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